

**EXHIBIT A**

**(Proposed Order)**

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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☒ Affects Pacific Gas and Electric Company  
☐ Affects both Debtors

*\* All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**[PROPOSED] ORDER GRANTING MOTION  
OF THE DEBTORS PURSUANT TO 11 U.S.C.  
§§ 363 AND 105(a) FOR AN ORDER  
AUTHORIZING THE UTILITY TO (I) ENTER  
INTO LEASE AND PURCHASE OPTION  
AGREEMENT FOR OAKLAND  
HEADQUARTERS AND (II) GRANTING  
RELATED RELIEF**

1           Upon the Motion, dated June 9, 2020 [Docket No. [●]] (the “**Motion**”),<sup>1</sup> of Pacific Gas and  
2 Electric Company (the “**Utility**”) (together with PG&E Corporation, “**PG&E**” or the “**Debtors**”) as  
3 debtor and debtor in possession in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”),  
4 pursuant to sections 105(a) and 363 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 6004(h) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for an  
5 order (i) authorizing the Utility to enter into (a) an agreement to enter into a lease and purchase  
6 option agreement with TMG Bay Area Investments II, LLC, an affiliate of TMG Partners R.E.,  
7 LLC, and (b) subject to the satisfaction of certain conditions, to enter into a lease and purchase  
8 option agreement with BA2 300 Lakeside LLC for that certain property located at 300 Lakeside  
9 Drive, Oakland, California, and (ii) granting related relief, all as more fully set forth in the Motion;  
10 and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant  
11 to 28 U.S.C. §§ 157 and 1334, the *Order Referring Bankruptcy Cases and Proceedings to*  
12 *Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the Bankruptcy Local  
13 Rules for the United States District Court for the Northern District of California; and consideration  
14 of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and  
15 venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having  
16 found and determined that notice of the Motion as provided to the parties listed therein is reasonable  
17 and sufficient, and it appearing that no other or further notice need be provided; and this Court  
18 having reviewed the Motion, the Agid Declaration, the Kenney Declaration, and the Welch  
19 Declaration; and this Court having determined that the legal and factual bases set forth in the Motion  
20 establish just cause for the relief granted herein; and the Court having found that the Agreements  
21 have been negotiated in good faith and at arm’s-length between the parties thereto; and it appearing  
22 that the relief requested in the Motion is in the best interests of the Utility, its estates, creditors,  
23 shareholders, and all parties in interest and the Utility’s entry into the Agreements constitutes a  
24 reasonable exercise of business judgment; and upon all of the proceedings had before this Court and  
25 after due deliberation and sufficient cause appearing therefor,  
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28       <sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

1           **IT IS HEREBY ORDERED THAT:**

2           1.     The Motion is granted as provided herein.

3           2.     Pursuant to sections 105(a) and 363 of the Bankruptcy Code, the Agreements are  
4 hereby approved in their entirety.

5           3.     The Utility is authorized to enter into, perform under and implement the terms of the  
6 Agreements and all exhibits thereto, and to take any and all actions necessary and appropriate to  
7 implement the terms of the Agreements.

8           4.     Notwithstanding any applicability of Bankruptcy Rule 6004(h), this Order shall be  
9 immediately effective and enforceable upon its entry.

10          5.     The Debtors are authorized to take all actions necessary to effectuate the relief granted  
11 in this Order.

12          6.     This Court shall retain exclusive jurisdiction to hear and determine all matters arising  
13 from or related to the implementation, interpretation, or enforcement of this Order.

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15                               **\*\* END OF ORDER \*\***  
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